

HM #36: "Web of Evil"  
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**FADE IN:**

**Ext. andreenos - day**

PUSH IN in on the mountain kingdom, as we CUT TO:

**Int. Andreenos - ambrosia-comb vault - continuous**

EST. - the huge 'honeycomb' of ambrosia. <<see "Sky Wars">>

A HORNET WARRIOR guard on duty. hears an <OS NOISE> & turns--  
-ADJUST TO HIS POV - a BLUR as a BIG GLOP of web goop shoots  
AT CAMERA <WHAP!>

ANGLE - the whomped guard sails thru & whumps onto a far wall  
of the vast cavern -- coated in thick gloopy web-stuff and  
goes unconscious.

SHORT PAN, TO REVEAL: WEBSTOR - he executes one perfect leap  
STRAIGHT UP to the ambrosia-comb, as he lands on the side of  
it on all his legs, ALARM SOUNDS start to go off.

Webstor  
If the ancient stories are true,  
there will be no stopping me!

CLOSER - WEBSTOR JAMS all his arms in deep to the ambrosia-  
comb <CRISPY CRACK!>, then pulls back --- his arms and spider  
legs coated and dripping with the thick raw ambrosia. His  
mouth opens extra-wide. His six eyes open wide with delight.

WeBSTOR  
<sloppily drinks it up> Ambrosia!

**Ext. Andreenos - various re-use locations**

QUICK SHOTS - HORNET WARRIORS all over Andreenos fly towards  
the ambrosia vault... <ALARM CON'TS>

**INT. AVION BATTLE TOWER - SAME TIME**

<ALARM> a hovering AVION WARRIOR snaps to attention in f.g.

Avion warrior  
Trouble in Andreenos! Take wing!

WIDEN TO SEE - we're in the EGG-SHAPED BATTLE TOWER (as seen  
in Ep.#5 "Sky War") AVION WARRIORS grab some weapons &  
dramatically fly out of the floor openings.

**EXT. AVION BATTLE TOWER - cont.**

A FORMATION of Avion Warriors exit the Avion battle tower and take to the air. One AVION swoops CLOSE AT CAMERA, as we MATCH CUT TO:

**EXT. Palace of eternia - SKY - SAME TIME**

MATCHING: STRATOS grim-faced, zooms headlong into "battle"--

BUZZ-OFF heading in opposite direction, Stinger at the ready.

WIDER - TO REVEAL: they are above the Palace Of Eternia, mid-air jousting at each other (as a training exercise).

FAVOR BUZZ-OFF - as they both get a message over comm-links.

Teela (comm UNIT VO)  
Buzz-Off! Stratos! Trouble in the  
Mystic Mountains.

Stratos pulls up to a hovering halt INTO SHOT near Buzz-Off; both wearing concerned looks.

Stratos  
(into comm unit) What sort?

**Int. Palace of eternia - MAP/WAR room - same time**

TEELA has the projected map (as seen in previous eps.) of Eternia before her; a radar-like scanner clocks the map.

Teela  
Unclear. Received an emergency  
alert...then the signal just died.

**Ext. palace of eternia - sky - continuous**

STRATOS & BUZZ-OFF immediately take wing - ZOOM PAST CAMERA.

BuZZ-OFF  
We're on our way!

CAMERA PIVOTS TO OTS - as they tear across the sky.

Teela (comm unit VO)  
I'll try to reach the other Masters.  
They're

**EXT. MYSTIC MOUNTAINS - MINING TOWN OF ZAHRKAIN - SAME TIME**

ESTAB. SHOT of the rough and tumble mining town of Zahrkain, in the Mystic Mountains.

Teela (vo,cont)

...on the trail of the Snake Men.

CAMERA FINDS, just a short distance from the town, a mountain and down near the base, the entrance to a uniquely Eternian mine. PUSH IN on the entrance. Puzzled MINERS are being herded out by RAM MAN & MEKANEK, who exit behind them.

PELEEZEAN Miner  
What's this evacuation all about?

Mekanek  
We've had reports of...a problem.

**Int. Mines of zahrkain - same time**

EST. the Eternia style mine. <<This shot should be a jaw-dropper.>> Multi-tiered & rising tall, a combo of rough-hewn and techno-looking. There is a central main area, where a huge pile of RADIANT COLORED ORE sits -- fed by a few huge chutes extruding from interior OS shafts. Various tunnels branch off from this central area, and a network of PNEUMATIC TUBES (Eternia version of mine cart tracks, thru which pod-like mine carts can shoot thru ) weave in and out the mine.

HIGH ANGLE - KOBRA KHAN & then TUNG LASHOR & SSSQUEEZE squirm out of a crevice on a high tier of the mine, overlooking the vast network of pneumatic tube/tracks and the main chamber.

Kobra Khan  
King Hiss grows hungry. A few miners  
will fill his belly.

SsssQUEEEZE  
All our bellies. (big evil smile and  
leer at Khan) You do enjoy fresh  
meat, do you not?

KHAN - taken aback, and perhaps slightly repulsed, covers defensively. (He may never have eaten live food, but wants to fit in with these ancient warriors.)

KOBRA KHAN  
Of course. I am a snake man, am I  
not?

SSSQUEEZE - smirks derisively at Khan. But as they look around & see no one, TUNG glares at KHAN.

Tung lashor  
Deserted. No food anywhere in  
ssssight.

Suddenly, a RUMBLE of something approaching. KHAN brightens.

KOBRA KHAN

Ahhh...

They look down the see-through pneumatic tube/tracks closest to them - but no sign of anything approaching, REACT puzzled.

Suddenly, the SPITBULL - (hulking, tank-size, armor-plated exterior) BURSTS THRU A WALL 40 yards away and BOUNDS towards them. It draws nearer coming TOWARDS CAMERA, MAA and ADAM are in it. MAA sees the Snake Men.

MAN-AT-ARMS

(into comm unit) Ram Man, Mekanek --  
we have them.

REVERSE ON SSSQUEEZE - as he reacts with angry HISS! He plants himself, ready to take on the SPITBULL. KHAN's neck flares -- ready to shoot venom.

MAA "fires" & THE SPITBULL lets out a fierce SHOT OF GLOOP...

REVERSE - it SMASHES into rocky formations above the Snake Men...as huge boulders rain down -- knocking the Snake Men off the tier to fall to a lower level of the tiered mine.

SNAKE MEN land hard atop a pneumatic track tube, amid rubble. Look up to see: the SPITBULL perched & ready to fire again.

KHAN shoots venom to melt open the pneumatic tube & they leap down...<<INSIDE TUBE>> --into a cool Eternian MINE POD CART which sits idly on the "track." TUNG LASHOR uses his tongue to ENGAGE a control -- and like it's got a rocket engine in it, the pod-cart zooms off thru the tube.

THE SPIT BULL - leaps down on TOP of the pneumatic tube, gives chase, pursuing along the top of the tube.

MEKANEK and RAM MAN - come zooming thru the tube in another mine pod-cart...in pursuit!

FARTHER DOWN THE TUBE - SNAKE MEN MINE-CART ZOOMS THRU SHOT thru the tube. HOLD SHOT - THE SPIT BULL comes racing along atop the tube -- in pursuit. HOLD SHOT - the 2nd pod-cart ZOOMS past, with MEKANEK & RAM-MAN inside.

**INT. MINES OF ZAHRKAIN - MINE CART CHASE - CONTINUOUS**

[BG pans with blurring speed) MOVING - Khan shoots an evil glare back over his shoulder.

MOVING - THE SPITBULL - racing along atop the tube, as it gains on the Snake-Men's pod-like cart, in the tube below.

PANNING - the "tube track" swoop AWAY FROM CAMERA and around a bend, the Snake Men's cart goes along with it.

THE SPITBULL - mid-pursuit...MAA addresses Adam.

Man AT ARMS  
We may need some back up.

ADAM nods & leaps out the fast moving SPITBULL & towards an adjacent tunnel.

Adam  
Right.

THE SPITBULL leaps across a bottomless chasm...to land on the far side, atop another section of tube-track that sweeps around again from behind countless turns.

**Int. side TUNNEL - same time**

ADAM raises his Sword & TRANSFORMS...into SNAKE-ARMOR HE-MAN!

ADAm/He-MAn  
By the Power of Grayskull!/I HAVE  
THE POWER!

**INT. MINE - CONT.**

SNAKE MEN - in pod-cart come ZOOMING around the bend on tube-track, towards CAMERA -- they REACT surprised to see:

SPITBULL - on the "tracks", dead ahead. MAA fires a bazooka-blast of QUICK-DRY-EPOXY out of the mouth of the SPITBULL.

SNAKE-MEN'S POD-CART - is blasted bull's-eye by the sticky goo, which <YANKS> it to a halt, dumping out the 3 Snakemen - into the pneumatic tube...covered in a ton of sticky goo.

SSSQUEEZE'S head & arm suddenly burst from the gooey pile <ANGRY HISS!> & lightning-quick he reaches out his long arm and YANKS MAA off the SPIT BULL (which gets tipped over)... sending MAA CRASHING THRU THE PNEUMATIC TUBE ...toppling *into the chasm!*

PAN WITH MAA - as he falls, he manages to shoot out some TBD piece of gear to stop his descent.

TUNG, KHAN & SSSQUEEZE - burst from the goo, hear the approaching cart ZOOMING around tracks, exchange sly looks.

CURVE IN TUBE-TRACK - the mine-pod with MEKANEK & RAM-MAN careens around the blind curve & <SLAMS> into the Snake Men's cart (still stuck from the SPITBULL glop) <CRASH!> sending

MEKANEK and RAM-MAN spilling out of their cart.

ANGLE - RAM MAN and MEK get battle-ready, look around, left & right -- no sign of Snake Men. HOLD FOR TENSION - as a Tongue starts to lower into shot, like a python. They don't see it.

REVEAL - SNAKE MEN cling to the ceiling of the pneumatic tube, smiling slyly. TUNG LASHOR's tongue lowering down...

ANGLE - suddenly, the tongue gets SLICED off by the telescoping fork/pincer from He-Man's armor.

DRAMATIC REVEAL - it's HE-MAN who's sent the weapon shooting out -- it retracts.

ANGLE - MAA - pulls himself up from the chasm.

SNAKE MEN go leaping out of the tube (thru a breach caused by one of the crashes) and darting into a mine tunnel.

HE-MAN and the MASTERS leap from the tube to the tunnel and give pursuit on foot. FAVOR RAM MAN - looking around.

ON SNAKE MEN being chased -- Sssqueeze gets a sly look, as he sees HUGE PILLARS that branch upwards to other supports -- <<kinda like the Golden Gate Bridge has 3 main uprights, if you toppled one, the whole bridge would collapse.>> <<HISSY LAUGHTER>

MOVING - SSSQUEEZE uses his huge arms to yank out a HUGE support beam. At the same time, KHAN's hood expands & he shoots out venom at ANOTHER SUPPORT BEAM....ACID HISS!

MOVING - MASTERS & HE-MAN hear rumbling...DEBRIS STARTS TO RAIN DOWN...<<from the weakened supports -- chain reaction>>>

OTS SNAKEMEN - they pause, look back to see debris raining down between where they are & where the Masters are. <RUMBLE>

SNAKE MEN leap onto the walls and slither out thru crevices.

HE-MAN urgently signals the others to stop...UP ANGLE ON CEILING OF MINE - it CRACKS dangerously. GROWING RUMBLE!

He-man  
The mine's collapsing!

ANGLE - our four good guys race back out (back the way they came). ROCKS and DEBRIS con't to rain down through shot accompanied by a CAMERA-SHAKING <RUMBLE>

ANGLE - The LEAP back into the breached pneumatic tube & gain on the mine cart that Mek & Ram Man travelled in. <<passing the tipped-over SPIT BULL>>

Ram man  
Where's Adam?

MAN-AT-ARMS  
Twisted an ankle. I got him out,  
sent him back home.

He-man  
Get in and hang on!

The 3 Masters leap in...but He-Man doesn't. ANGLE - HE-MAN uses his great strength and shoves the cart mightily. The pod-cart zooms away thru the tube.

**INT. ANOTHER AREA OF MINE - moments later**

ANGLE - As debris rains down & bigger shaking goes on -- the POD-CART with the 3 Masters on it shoots thru the tube...

ANGLE - CART coming towards CAMERA -- they all look back, debris falling, mine caving in -- crashing thru the pneumatic track-tube -- they're not gonna make it.

Suddenly, we see HE-MAN racing towards them -- thru the falling debris -- atop the SPIT BULL!

**EXT. MOUTH OF MINE - CONT.**

CAMERA SHAKES & LOUD RUMBLING - as the mine caves in. Huge DUST CLOUDS billow from the mine entrance, like the fireball in a Bruckheimer blockbuster. The billowing dust cloud FILLS THE FRAME. It looks like our heroes didn't make it...

When suddenly the SPIT BULL -- with He-Man and the Masters in it, comes leaping dramatically out thru the dust cloud...

ANGLE - the dust cloud clears a bit, revealing MAA, MEKANEK, and RAM-MAN, and HE-MAN, all uniformly dust-colored, in the Spit Bull, which has touched down. The MASTERS climb out, shook up, but okay.

MEKANEK raises and lowers his neck as dust puffs out of it.  
ADJUST TO HE-MAN - looks back at the mine.

He-man  
I'll double-check to insure no  
innocents were trapped inside.  
Inform the locals of the situation.

MAA nods, looks towards the town.

MAN AT ARMS  
Right.

**Ext. andreenos - day**

STRATOS flies in to join BUZZ-OFF, who's flying out of Andreenos.

Stratos  
This is madness. No sign of anyone  
in Avion.

Buzz-OFF  
Same with Andreenos. Deserted.

BUZZ OFF notices a burrowed hole thru a wall, zooms to it.

AT THE WALL - as Stratos flies over to join Buzz-Off & notes something, wipes at the breached wall with his finger. JUMP-CUT CLOSER - a sticky glob of WEBBY GOO. <<white colored?>>

Stratos (partial o.s.)  
It appears to be...spider webbing.

They exchange a look of dread.

BuZZ-OFF  
Webstor.

WIDE - they take wing...urgent looks on their faces.

**Ext. Mining town of zahrkain - A TAVERN - meanwhile**

A "FRONTIER" type tavern. We hear <AMBIENT TAVERN NOISE> & PIANO TYPE MUSIC...<<NOTE: If this was Earth, it'd be a wildcatter's bar in some small Alaska town>> PUSH IN...

**INT. Tavern - cont.**

A SHAGGY PIANO PLAYER plays an Eternian KEYBOARD INSTRUMENT. PAN TO SHOTS establishing the rough-and-tumble tavern:

A SPELEAN MINER (a bat-like creature who hangs upside-down from the ceiling, taking a drink) listening to the music.

2 PELEEZEAN MINERS (ODIPHUS's race -- little fuzzy guys) & a

QATAR-ian MINER (cat-race) play a high-tech DARTS LIKE GAME.

PAN THE BAR - 2 ANDREENIDS - "frontier-men" bee people (not the sharp military types we've seen) slug down BEVERAGES.

Walla  
Sounds from the crowd!

Andreenid #1  
It's not Ambrosia, but it'll do.



AT THE "BAR" - 2 CALIGAR MINERS - One of them is looking at something OS next to him.

CLOSE ON FISTO -(don't see his fist yet) at the bar, downing a big mug. He notices the CALIGAR looking at his OS hand.

Fisto  
(scowls) Something on your mind?

Caligar  
That fist of yours. It's really something.

WIDEN ON FISTO - a huge Viking of a brute with a full beard; an iron headband/nose-guard; a ram's-head icon on his belt buckle, and big oversized shaggy boots. Most importantly: HIS RIGHT HAND IS REALLY BIG, as we see as he downs his drink and slams the mug down on the bar. NOTE: Make sure we have his LEFT HAND VISIBLE, so we can clearly SEE that his one hand is huge compared to the other.

Fisto  
Think so, do ya?

CALIGAR turns to his pal, and gets a smirk on his face.

Caligar  
Bet it's hard to find gloves to fit that hand.

CALIGARS laugh. PAN TO FISTO - nods & feigns a laugh as well, then gets a mean look--

FISTO  
<laughter, then sudden nasty glower>  
Yeah, almost as hard as it'll be finding a bandage for your jaw!

-- (before the Caligar can react) Fisto abruptly WHOMPS the Caligar (with his big right fist)...and knocks him clean across the tavern...ADJUST BACK TO FISTO - smirking.

FISTO  
Ya Strongest right hand in the land!

MINER patrons (MOSTLY OS)  
<laughter>/That's showin' him, Fisto!

LOW ANGLE - CALIGAR - has landed at the feet of MAA, MEKANEK, and RAM-MAN, who have just entered. PAN UP TO MAA - eyes narrow to squinty-disapproval as he sees:

Man-at-arms

"Fisto"?

CLOSE ON FISTO - turning challenging, till he sees who it is.

Fisto  
Yeah! And whadda-YOU got to say  
about it-- (sees who it is)-oh Well,  
well, well...

MAA steps in closer, glares at FISTO. A FEW PATRONS look on.  
THE SPELEAN hangs down upside near MAA's head and cautions:

Spelean  
Careful. Fisto's one tough customer.  
Veteran of *The Great Unrest*.

MAA and FISTO, face to face. MAA shakes his head "no".

Man-at-arms  
<icy> No. I fought in The Great  
Unrest. *He...* was a deserter.

FISTO anger welling up, raises his big fist and SWINGS:

Fisto  
Why you... Ahhhh!

MAA spins to avoid the attacking fist, which hits a table or  
wall -- pulverizing it.

MAA comes out of his spin and WHOMPS FISTO in the mid-section  
with his mace. Fisto goes sprawling back.

MEK and RAM MAN exchange befuddled looks -- as MAA circles,  
ready for more fight.

Man at arms  
This is usually about the time you  
go running off - isn't it, deserter?

Fisto glares fiercely, jumps back up, circles, draws his fist  
back, ready to demolish MAA.

Fisto  
(seething) Keep cracking jokes,  
Duncan. They'll be calling you Man-  
of-Broken-Arms by the time I get  
thru with you.

Suddenly, a mighty arm extends in between them -- WIDEN TO  
REVEAL HE-MAN has arrived.

He-man  
Enough. Whatever this is about, it

will have to wait.

MAA holds Fisto's icy glare a beat, then nods, turns and heads out. HE-MAN calls out to the patrons.

He-man  
Until further notice, you'll have to  
stay clear of the mines. There are  
Snake Men on the loose.

ON MINER PATRONS - concerned, alarmed WALLAS.

MINER Patrons  
<alarmed WALLAS> Snake Men?/etc.

**Ext. tavern - continuous**

MAA - heading off angry & solemn. MEKANEK hurries up astride MAA, curious. In b.g. HE-MAN & RAM MAN come towards them.

Mekanek  
Who was that guy?

MAA stops, looks back towards the Tavern...OTS MAA - sees FISTO standing in the doorway, staring daggers back at him.

Man-AT-ARMS  
Just somebody I used to know.

CLOSER ON FISTO - beneath the bluster, there's some hurt in Fisto's face.

**Ext. mystic mountains - chasms, valleys, etc. - day**

WIDE EPIC SHOT - showing tiny Buzz-Off and Stratos flying along the natural curving arc of a Mystic Mountain valley.

CLOSER - slow to a semi-stop mid-air-- REACT shocked to see something ahead... POV - DRAMATIC - A HUGE SPIDERWEB which spans the chasm (at a 45 degree angle). <SHARP MUSIC STING!>

And in it: QUICK SHOTS, CANTED -

ANDREENIDS and AVIONS, some stuck to the big web like flies, some cocooned and hanging like sides of beef.

ANGLE - STINGRAD - mostly cocooned but enough of his face is uncovered so we see who it is. STRATOS & BUZZ-OFF fly in to captive STINGRAD's side. During the following, Buzz uses his Stinger to SLICE open the cocoon; he & Stratos help Stingrad out. Stingrad is visibly weakened, some effect of the web.

StingRAD  
It was...Webstor.

Buzz off  
(nods) And who else? He *couldn't*  
have done this all alone.

Stingrad  
(weakened) He ate...ambrosia.

ON STRATOS - considering.

Stratos  
Then he shouldn't be a threat much  
longer. Ambrosia is toxic to anyone  
but Andreenids.

Buzz-off  
Toxic to most. But Webstor's an  
Arachna --(with distaste)-- closer  
in genetic make-up to we Andreenids  
than I'd care to admit.

He looks out at the trapped Avionians and Andreenids.

BuZZ-OFF  
It's made him stronger...(with  
dread) Who knows what other  
unexpected effects it may have.

The scene cuts short when there's a noise from o.s.: <CLATTER  
OF A ROCK FALLING>. STRATOS and BUZZ-OFF turn to its source-  
-

OTS BUZZ-OFF & STRATOS - the noise came from a dark cave,  
over there in the cliff face.*[Note: The lower edge of chasm-  
web attaches to the chasm-wall just below the cave entrance]*

**Int. Webstor's cave-lair - continuous**

ANGLE OUT FROM CAVE - STRATOS & BUZZ-OFF swoop down & are  
framed in the mouth of the cave, silhouetted against the  
daylight outside. STRATOS reacts to what he sees.

Stratos  
(stunned) Well, this would certainly  
fall under the category of  
"unexpected effects."

STRATOS and BUZZ OFF enter carefully. As they pass CAMERA, it  
pivots around as the entrance opens out into a vast shadowy  
cave...with 24 big ol' EGGS sitting there (think: *Alien*)--  
all slimy and gross, glowing with a creepy glow.

Buzz off  
(stunned) Eggs? How could  
Webstor...(with distaste) I don't

even wanna know.

STRATOS activates his comm-link:

Stratos

Teela! We've got a 'situation' here-

A LIGHTNING FAST <SWIPE> THRU SHOT tears Stratos' comm-link from him. INSERT - comm-link SMASHES against the rock wall.

ANGLE - looming up tall behind BUZZ-OFF & STRATOS -- a big reveal of MUTATED-WEBSTOR: the spider legs from the center of his back now HUGE & LONG, so that he can walk on them spider-like (think: Dr. Octopus from old "Spider-man" comics). He has lots of spikes protruding from him and some red-shiny armor - <<a la Ep. 5 "Sky Wars" and what happened to Skel, Tri-Klops and Evil-Lyn after they ate the Ambrosia.>>

Before they can say anything, Mutated-Webstor <BLASTS> them squarely with a SUPER double-blast of WEB <SPLABBT!>

Buzz-off & STRATOS

<ARGH!> <ARGH!>

CUT AWAY TO - THE COMM-LINK on the ground spits a few malfunctioning SPARKS <ZZT!>-- & then one of WEBSTOR'S spider-legs <SLAMS> down INTO SHOT, flattening it, as we...

#### END ACT ONE

#### ACT TWO

#### INT. WEBSTOR'S CAVE-LAIR - JUST MOMENTS LATER

ON BUZZ-OFF & STRATOS - cocooned tightly, dangling back-to-back from a ceiling stalactite; like sides of beef. WIDER - to show the various EGGS below. MUTATED-WEBSTOR <CLICKITY-CLICKS> INTO SHOT on his mutated "back"-legs.

BuZZ-OFF

(woozy) What are you...gonna do?

Webstor

Me? Nothing. <shrugs, sinister glee> But *they*'re gonna be awful hungry.

BUZZ-OFF & STRATOS - though woozy & weak -- react horrified.

ON EGG - 3 CANTED ANGLES: as it THUMPS, CRACKS & SPLITS OPEN, spilling out a Spider Warrior: white demon eyes & long spider-like legs from the center of its back, and have some spikes and red armor. <Design Note: These should really be scary-looking...the scarier the better, NOT CUTE in any way.>

QUICK SHOT, PANNING ALONG MORE EGGS - one egg <THUMPS>, the next one <CRACKS>, the next spills out a new SPIDER SOLDIER, which SQUEALS hungrily -- looks over at the captive Masters.

STRATOS & BUZZ-OFF - wide-eyed, struggling, as hungry mutant spiders close in from all sides. <<hungry mutant SQUEALS>>

ANGLE ON - BUZZ-OFF and STRATOS - nearly obscured from view as ravenous spider warriors close in. Suddenly, LASER-BLASTS from o.s. cut into the swarm <K'CHOW-K'CHOW> knocking the freaks aside (this does not injure them, these mutants are pretty much indestructible). <SFX: pained shrieks>

WHIP PAN TO: HE-MAN, MAA, RAM-MAN & MEKANEK have arrived! MAA'S BLASTER emits a curl of smoke (it was he who just blasted the spider warriors).

WEBSTOR - rises up high on his long spider-legs as SPIDER WARRIORS gather near him, like an army & their general.

HE-MAN hurries towards STRATOS & BUZZ-OFF in their cocoon...while (ANGLE)- MAA, RAM-MAN, MEKANEK fan out, weapons at the ready to keep Webstor and his brood at bay.

HE-MAN extrudes the snake-fork from his wrist gauntlet... CAMERA TILT UP TO BUZZ-OFF & STRATOS - the fork SLICES open their cocoon & they fall out.

CAMERA TILT DOWN - they fall with heavy <THUDS>, right by MAA. He helps them stand up -- but they are weakened.

Buzz-off  
<groggy>...How did you-?

Man-at-arms  
Teela contacted us.

HE-MAN - moves forward - sword leveled at o.s. Webstor.

He-man  
Alright, Webstor. It ends here.

OTS HE-MAN - WEBSTOR smirks and leaps up to the wall.

Webstor  
Ends? This is just the beginning!

WEBSTOR leaps into a crevice in the wall and the SPIDER WARRIORS leap and zip in after him!

**Ext. webSTOR'S CAVE-LAIR - CHASM-WEB W/PRISONERS - continuOUS**

CAVE ENTRANCE - HE-MAN comes bounding out the cave entrance

to see: WEBSTOR and his brood leaping across the chasm.

RAPID PULL BACK - TO INCLUDE THE CHASM-WEB and the dozens of ANDREENIDS and AVIONIANS still captive, stuck on the web and some of them cocooned. SPIDER WARRIORS rush out along the strands of the chasm-web and up the rocky walls of the chasm.

HE-MAN quickly orders to the others emerging from the cave:

He-MAN  
Mekanek, help Buzz Off and Stratos  
free the captives! Man At Arms,  
Ram-Man, with me.

*BEGIN BATTLE MONTAGE:*

HE-MAN - deftly runs along a web-strand, slicing free some cocooned prisoners as he passes by. ANGLE - then he does a forward somersault and sword-slice at a SPIDER-WARRIOR, knocking it off the web...

TRACK W/SPIDER WARRIOR - it falls a ways, then spits out web--to the chasm-wall-- swings to the wall & skitters back up.

STRATOS - though weak, yanks free an ANDREENID from the web.

Stratos  
Put out a warning to surrounding  
villages.

The Andreenid nods weakly and takes wing to o.s.

MAA has found firm-footing at the junction of two strands; one-foot on each strand. Activates his battle armor then uses his mace like a club to BAT away an attacking Spider Warrior.

HE-MAN runs along a web-strand, side-kicks a Spider Warrior off; then somersaults over another to land face-to-face with MUTATED-WEBSTOR.

HE-MAN uses blurringly fast martial arts swordplay; but Mutant-Webstor dodges & parries with each of his armored legs -- even as he leaps and He-Man pursues...the battle taking them from strand to strand of the web. <<Let's make this sequence really cool - and play it out -- it's as if He-Man's one sword is battling against several swords at once.>>

RAM-MAN - on a rocky-ledge where one edge of the chasm-web is anchored. 2 SPIDER WARRIORS move in -- one in front, one behind him. He sharply HEADBUTTS into one, <KNOCKING> it off; then whip-pivots around with blinding speed & butts the other Spider Warrior away with the butt of his battle-axe.

QUICK SHOT - the 2 falling spider warriors shoot out webs to

the chasm wall, swing to safety & skitter back up to battle.

QUICK PAN TO BUZZ-OFF - likewise <SNAPS> free a couple of Avions from the web, they groggily make their escape to o.s.

QUICK PAN TO MEKANEK - frees an Andreenid, then an Avion (they woozily fly o.s.) then he turns to see: a Spider Warrior leaping into shot at him. He extends his neck & headbutts the Spider Warrior away.

THE SPIDER WARRIOR plummets at CAMERA, as we SMASH CUT TO:

**INT. TAVERN - same time**

A SPELEAN MINER arcs INTO SHOT, landing with a <THUD>, KO'd. QUICK PAN TO: FISTO, rubbing his BIG FIST proudly.

Fisto  
Heh heh I warned ya, pal: strongest  
hand in the land!

THE ANDREENID (that Stratos had freed) zooms down and hovers outside the doorway, shouting out a warning:

Andreenid  
<urgent> Monster spiders all over  
the Mystic Mountains! Even He-Man  
and the Masters of the Universe  
can't stop them!

ANGLE - PATRONS look at each other in alarm -- as a few race to the windows and slam the shutters. FAVOR A QADIAN - as he hurries over, slams the door shut and BOLTS it.

Patrons/QADIAN  
<alarmed WALLAS>/Lock the doors and  
windows!

CLOSE ON FISTO - not panicking. He looks OS towards the door.

**EXT. TAVERN - CONT.**

ON DOOR - A HUGE FIST pounds it open -- FISTO dramatically exits -- as CAMERA ZOOMS in on him. Slight REFRAME to feature the looming MYSTIC MOUNTAINS as Fisto turns to face them.

Fisto  
<with concern>... Duncan.

**Ext. Mystic mountains - natural rock bridge over gulch - conT**

CLOSE ON MAA - as he fires his wrist-cannon. WIDEN - to see that MAA, MEK & RAM-MAN are backing into shot -- MAA firing his cannon in the direction they're coming from. <<EST. we're



at a natural rock bridge over a gulch. Tall rocky spires tower along the rim.>>

DOWN ANGLE - showing spider warriors approaching up a wall to the bridge. Some crawl, some leap. MAA's blasts knock some aside, but they quickly regroup and continue advancing.

A SPIDER WARRIOR leaps down from a high wall at them -- and MEKANЕК pivots and fires...blasting it OS.

ANGLE - the trio are backed out onto the natural rock bridge. They move carefully -- in peril from the long drop below.

REVEAL - opposite side of the bridge: spider warriors crawling up chasm walls to gather by it.

ANGLE - MAA, Mek & Ram-Man in crossfire, stuck in the middle of the natural rock bridge. Spider Warriors on either side.

ON ONE END - CLOSE ON 3 SPIDERS - clinging to gulch-wall. They shoot out web-strands at the bridge. ADJUST -- as they pull upward on the strands.

ON OTHER END -- Spider Warriors shoot webbing strands at the bridge. They pull upward on the strands on their end.

WIDE - being pulled on both ends by the steel-cable-like web strands, the BRIDGE starts to CRACK....its sound echoing.

HE-MAN -at top of the mountain, fighting off Spider Warriors...hears the CRACKING SOUND. He looks down...

DOWN ANGLE - the bridge collapses - CRACK....out from under MAA, MEKANЕК, and RAM-MAN. They fall...

ANGLE - THE FALLING MASTERS hit a rocky spire formation, breaking their fall somewhat <<IMPACT CRUNCH!>> -- even as it breaks & they continue falling towards the gulch bottom.

#### **Ext. Bottom of gulch - continuous**

MAA, MEKANЕК, and RAM-MAN -- land, with BONE CRACKING CRUNCHES -- amid boulders & rocks at the bottom of the gulch.

UP ANGLE - He-Man does ricochet leap from wall to wall of the gulch, coming down AT CAMERA for a rescue...even as we see STRATOS & BUZZ OFF flying in from above to help!

GULCH BOTTOM - HE-MAN lands IN SHOT IN F.G. <FWUMP!> RACK FOCUS to the dazed Masters beyond him.

STRATOS and BUZZ-OFF swoop down and land, flanking He-Man. Before they can help their fallen friends, a <CRACK!> from o.s. snaps their attention UP.

**Ext. Lip of gulch - continuous**

ANGLE - MUTATED-WEBSTOR gestures like battlefield general.

Webstor  
Crush 'em all!

WIDEN to show his Spider Warrior troops as they PUSH OVER a next rocky spire <CRACK!> , toppling it into the gulch!

**Ext. Bottom of gulch (AVALANCHE) - continuous**

POV, UP ANGLE - a huge avalanche of boulders, spires, dirt and dust fall down AT CAMERA and FILL FRAME.

QUICK SHOTS: Stratos & Buzz-Off dodge the falling boulders, as He-Man moves to shield his fallen comrades. Rocks quickly FILL FRAME and DUST BILLOWS... <THUNDEROUS AVALANCHE SFX>

TOP OF GULCH - LOOKING DOWN - DUST SETTLES - revealing: the gulch is half-filled with the avalanche -- <<underneath it: the OS Masters buried under several hundred tons of rock and dirt!>> A last small ROCK <CLATTER-RATTLES> down the settling avalanche, buttoning the defeat.

THE SPIDER WARRIORS - turn away from the gulch and (CAMERA PANS) go filing off, following the cackling MUTATED-WEBSTOR. CAMERA TILT TO DOWNSHOT ON AVALANCHE - PUSH IN, DISSOLVE TO:

**INT. UNDER THE AVALANCHE - continuous**

PITCH BLACK - then a SNAP brings the dim glow of a chemical-lightstick kind of device: held by MAA. The light illuminates enough to see: that there are "voids" under the collapsed avalanched rocky spires. PAN TO HE-MAN in glow of lightstick.

He-man  
Everyone alright?

SHOTS - each nod: RAM-MAN, MEK, BUZZ-OFF & lastly STRATOS, who looks up as he hears shifting sound of rocks above.

Stratos  
Yes, but for how long?

**Ext. WEBSTOR'S CAVE-LAIR - moments later**

The Spider Warriors file into the Webstor's cave.

**Int. WebSTOR'S CAVE-LAIR - CONTINUOUS**

WEBSTOR - as his spiders swarm in, he produces the last bit of ANDREENID AMBROSIA-COMB...They surround him & chomp on it.

Webstor  
Eat up now. We've got more soldiers  
to produce!

**INT. UNDER THE avalanche - continuous**

RAM MAN - examining a boulder, TAPS his head lightly on it...testing...

Ram man  
Hmmm Maybe I can head-butt us out.

QUICK PAN TO CEILING- the boulders SHIFT dangerously & send down a spittle of DUST and a mini-avalanche of soil...

ON BUZZ-OFF - sardonic frown, even as he looks up nervously.

Buzz-off  
That answers that.

WIDEN - the shifting increases...a <RUMBLING> as all the boulders and the "ceiling" starts to fall in!

ON HE-MAN - catches the collapsing "ceiling", maintaining a "safe" area for the rest of his trapped cohorts. It's an impossible weight, but he strains to hold it.

FAVOR MEKANEK - look to the rest of the Masters.

Mekanek  
<grim> He-Man can't hold that up  
forever. And we can't dig out  
without causing a bigger cave-in.

STRATOS  
(grim) A perfect trap, my friends.

Suddenly a muffled <THOOM! THOOM! THOOM!> resonates thru the cramped cavern... like a distant piledriver. <THOOM! THOOM!>

ANGLE - He-Man and the Masters look up, left, right, trying to locate which direction it's coming from...

**Ext. bottom of gulch, W/AVALANCHE PILE - same time**

ON FISTO, punching insanely at the pile of avalanched rock with his big FIST. Each massive punch makes him grimace in pain even as it <CRACKS> a huge boulder more & more. A SPIDER WARRIORS "scout" skitters up on a boulder behind him...aims, ready to fire webbing, when Fisto pivots and WHOMPS the Spider OS...then goes back to pounding on the rock.

**INT. WEBSTOR'S CAVE-LAIR - SAME TIME**

SPIDERS come towards WEBSTOR, then move aside to REVEAL...the next generation of Spider Warrior EGGS: DOZENS OF THEM stretching far into the deep recesses of Webstor's cave-lair.

Webstor  
Nicely done, my soldiers.

CLOSE ON WEBSTOR - gleeful and megalomaniacal.

Webstor  
First the Mystic Mountains, and  
then...all Eternia!

**INT. UNDER THE AVALANCHE - SAME TIME**

HE-MAN - strains to hold up the roof, DUST trickles down in rhythm with the o.s. <THOOM! THOOM! > that grows louder. PAN TO BUZZ OFF - who narrows his eyes, cocks an ear.

Buzz off  
What *is* that?

MAA - a look on his face --- of recognition.

**Ext. GULCH WITH AVALANCHE - continuous**

FISTO - a huge grimace of pain as one last PUNCH <SHATTERS> the huge boulder to rubble...

Fisto  
<pained CRY!>

...which falls away <SMALL LANDSLIDE>, revealing...PUSH IN PAST FISTO - so we can see in: the MASTERS, with HE-MAN still holding up the roof.

Ram-man  
Fisto!

CLOSE ON MAA - deadpan. Is he grateful, surprised, angry?

INSIDE - HE-MAN reacts to the collapsed gulch "roof" shifting again, dust streaming down -- it's about to all fall in.

He-man  
Everybody out -- now!

OUTSIDE - Everyone scrambles out thru the opening; then He-Man makes a break for it, diving to safety as the ceiling SLAMS down in cacophony of boulder-crashes & CRUSHING THUDS.

DUST BILLOWS, FILLS FRAME, then CLEARS - revealing: FISTO - groggy. He looks at his big hand...CLOSER- it's bruised, contorted, broken and swollen.

FISTO starts to collapse in shock/pain. MAA lunges IN & catches him. Fisto looks up at him.

Fisto  
Duncan, I...<passes out>

MAA cradles him in his arms.

Man-at-arms  
Easy....(great concern) My  
brother...

PAN THE MASTERS (minus He-man)- STUNNED/SURPRISED reactions.

HE-MAN sees MAA with his brother, seems to intuitively understand what's going on. He addresses the others.

He-man (partial o.s.)  
Let's move. We've still got an army  
of spiders to defeat.

HE-MAN AND other MASTERS - move out...leaving MAA and the fallen FISTO. MAA talks into his comm unit.

MAN-AT-ARMS  
(hiding the emotion)  
Teela...I need a vehicle. Quickly.

**EXT. webstor's cave-lair - later**

MOUTH OF CAVE - A Spider Warrior peeks out (scouting).

REVERSE - POV - to show HE-MAN and the rest of the Masters (not MAA & FISTO) have surrounded the area, like a SWAT TEAM.

ON SPIDER WARRIOR - quickly skitters back into the cave...

**INT. WEBSTOR'S CAVE-LAIR - CONTINUOUS**

SPIDER WARRIOR skitters to Webstor & "reports" <SQUEALS>. WEBSTOR smirks.

Webstor  
The fools have no idea of how  
outnumbered they are.

PAN PAST WEBSTOR - to show a sea of new SPIDER SOLDIERS carpet the cavern from wall-to-wall. <<TO AVOID DESIGN NIGHTMARE - a FEW IN f.g. moving -- just SHADOWY PAINTED SHOT of lots of them b.g. -- canted angles, SFX, etc....>>

Suddenly, a DIGGING SOUND draws Webstor's attention downward. INCLUDE the floor of the cavern, nearby. Something is tunneling UP THROUGH THE FLOOR. BACK ON WEBSTOR - gleeful.

Webstor  
Ah, they've decided upon a sneak  
attack. (with relish) Stand ready to-

SHOCK TRUCK IN ON WEBSTOR as he sees what's burrowing up.

Webstor (cont'D)  
<horrified> NOOOO!

**EXT. WEBSTOR'S CAVE-LAIR - SAME TIME**

HE-MAN & MASTERS do a surprised TAKE to hear <Spider SHRIEKS>  
<WEBSTOR SCREAMING> & a zillion <SMASHING CRASHING NOISES>.

HE-MAN  
What in Eternia...?

ANGLE ON MOUTH OF CAVE - it's pitch black. Then HALF-AN-EGGSHELL rolls out in slow wobbly arc & comes to rest.

WIDE SHOT - no more sounds come from the cave. Hold a beat.

HE-MAN signals to RAM-MAN and the two of them approach cautiously; sword and club at the ready...step step step...

**Int. Webstor's cave-lair (destroyed) - continuous**

HE-MAN & RAM-MAN enter & REACT -- taken aback by the carnage.

PANNING POV - the cavern floor is littered with exoskeletons of Spider Warrior; broken eggs; and yukky puddles of nonspecific "goo". It looks like a trainload of king-crabs exploded. Every single Spider Warrior has been destroyed.

END PAN ON WEBSTOR - broken and half-buried under a tangle of more exoskeletons. He is severely wounded.

ANGLE - RAM-MAN falls back as HE-MAN approaches warily, weapon at the ready in case this is some trick.

Webstor  
<cough> They came...Too fast... No  
way to defend...

He-man  
Who did?

CANTED ANGLE ON WEBSTOR - his dying words:

Webstor  
...SNAKE MEN.

<HUGE MUSIC STING>

HE-MAN standing there - as RAM MAN enters behind him. A sobering moment -- in the wake of Webstor dying. A beat, then Ram Man speaks.

Ram man  
(soberly) Well, guess that's it for  
...our spider problem.

HE-MAN turns to look around thoughtfully.

He-man  
Our problems may have just gotten a  
lot worse.

ON RAM MAN - puzzled.

Ram Man  
Huh?

HE-MAN looks around at the carnage. .

He-man  
The eggs...the spiders...were all  
full of ambrosia. Which means it's  
now inside the Snake Men.

**EXT. SUBTERNIA - same time**

A WALL IN SUBTERNIA - It smashes open --- huge boulders flying -- as KING HISS, TUNG LASHOR, SSSQUEEZE and KOBRA KHAN - burst thru the rubble and come towards CAMERA -- their eyes are fierce - their bellies full -- they are bursting with strength. <powerful HISSES>>>

KISS HISS comes straight at CAMERA...

King hiss  
Sssuch...POWER!

...as HISS'S hideous FACE transforms into the Snake Heads and fills frame, we...

**FADE OUT.**

**THE END**

**MORAL TAG**

**FADE IN:**

**EXT. PALACE GARDEN- DAY**

MEKANEK is CU, looking THRU a SPIDER WEB -- a spider in it.

Mekanek  
Spiders are an important part of  
nature and do many good things for  
the environment.

PULL BACK TO REVEAL - the web that Mekanek is looking at is  
high in the garden -- his neck is raised high.

MEKANEK  
But there are a few spiders that  
bite.

MEKANEK lowers his head and keeps addressing CAMERA, as RAM  
MAN walks in to join him.

MEKANEK  
So unless a parent or teacher says  
it's alright, it's best not to get  
too near to them.

Ram mAN  
(at CAMERA) Ya It's always better to  
be safe than sorry.

RAM MAN/MEKANEK  
(unison) Until next time...

**FADE OUT.**

**The end**